

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA DIVISION

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Truvi Commerce

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 83-1619354

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

2 Wesley Court
Napa, CA 94558

Number, Street, City, State & ZIP Code

P.O. Box 5113
Napa, CA 94581

P.O. Box, Number, Street, City, State & ZIP Code

Napa

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.truvicecommerce.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Truvi Commerce**
Name

Case number (if known) _____

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5415**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☒ No☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____

District _____ When _____ Case number, if known _____

Debtor **Truvi Commerce**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☒ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Truvi Commerce**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 16, 2020**
MM / DD / YYYY

X /s/ Karin Ballestrazze
Signature of authorized representative of debtor

Title **President**

Karin Ballestrazze
Printed name

18. Signature of attorney

X /s/ Douglas B. Provencher
Signature of attorney for debtor

Date **July 16, 2020**
MM / DD / YYYY

Douglas B. Provencher 77823
Printed name

Provencher & Flatt LLP
Firm name

823 Sonoma Avenue
Santa Rosa, CA 95404
Number, Street, City, State & ZIP Code

Contact phone **707 284-2380**Email address **dbp@provlaw.com**

77823 CA
Bar number and State



Balance Sheet 2020 Actuals

	Jan-20	Feb-20	Mar-20	Apr-20	May-20	Jun-20	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20
ASSETS												
Current Assets												
Cash	9,374	25,035	4,362	3,137	21,241	3,189						
Stripe Clearing	241	3,625	7,455	629	2,222	2,802						
Accounts Receivable	43,857	42,547	4,866	1,191	4,230	3,480						
Other Current Assets	178	178	178	178	178	133,993						
Prepaid Expenses	20,699	19,920	32,378	23,730	14,839	7,442						
Total Current Assets	74,350	91,305	49,238	28,864	42,710	150,906	-	-	-	-	-	-
Shareholder Notes												
	-	-	-	-	-	-						
Intangibles												
Software	840,000	840,000	840,000	840,000	840,000	840,000						
Customer List	200,000	200,000	200,000	200,000	200,000	-						
Goodwill	200,000	200,000	200,000	200,000	200,000	-						
Accumulated Amortization	(434,445)	(460,000)	(485,556)	(511,111)	(536,667)	(513,333)						
Total Intangibles	805,555	780,000	754,444	728,889	703,333	326,667	-	-	-	-	-	-
TOTAL ASSETS	879,905	871,305	803,682	757,752	746,043	477,572	-	-	-	-	-	-
LIABILITIES												
Current Liabilities												
Accounts Payable	12,656	15,390	-	9,021	6,651	6,451						
Deferred Revenue	44,493	42,967	9,620	8,005	9,617	8,541						
Payroll Liabilities	-	(682)	(1,342)	-	-	-						
Shareholder Notes	-	-	-	-	-	-						
Income Taxes Payable	-	-	-	-	-	-						
Current Portion Term Debt	-	-	-	-	-	-						
Current Portion Capital Leases	-	-	-	-	-	-						
Total Current Liabilities	57,149	57,675	8,279	17,026	16,269	14,992	-	-	-	-	-	-
Shareholder Notes	742,526	783,703	812,941	844,911	922,873	957,333						
Non-current Capital Leases	-	-	-	-	-	-						
Total Long Term Liabilities	742,526	783,703	812,941	844,911	922,873	957,333	-	-	-	-	-	-
Total Liabilities												
Paid in Capital	1,390,000	1,390,000	1,390,000	1,390,000	1,390,000	1,390,000						
Retained Earnings	(1,309,770)	(1,360,073)	(1,407,537)	(1,494,185)	(1,583,098)	(1,884,753)						
Shareholders Equity	80,230	29,927	(17,537)	(104,185)	(193,098)	(494,753)	-	-	-	-	-	-
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	879,905	871,305	803,682	757,752	746,043	477,572	-	-	-	-	-	-

Cash Flow 2020

	Jan-20	Feb-20	Mar-20	Apr-20	May-20	Jun-20	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20
Net income	(61,393.24)	(50,303.02)	(47,464.46)	(86,647.42)	(88,713.63)	(301,854.82)						
Cash flow from operating activities												
Accounts Receivable	736.00	1,310.50	37,681.00	3,675.19	(3,039.50)	750.50						
Receivables Other	-	-	-	-	-	(133,814.52)						
Prepaid Expenses	(11,373.70)	779.08	(12,457.79)	8,648.13	8,891.24	7,396.56						
Depreciation/Amortization	25,555.56	25,555.56	25,555.56	25,555.56	25,555.56	25,555.56						
Accounts Payable	3,213.61	2,733.9	(15,390.1)	9,021.1	(2,569.8)	-						
Accrued Expenses	-	-	-	-	-	-						
Payroll Liabilities	-	(682.4)	(659.2)	1,341.6	-	-						
Deferred Revenue	(3,050.94)	(1,525.4)	(33,347.1)	(1,615.4)	1,612.7	(1,076.3)						
Total cash flow from operating activities	15,080.53	28,171.15	1,382.40	46,626.17	30,450.17	(101,188.24)						
Cash flow from investing activities												
Shareholder Notes	34,717.13	41,176.13	41,176.13	44,006.93	90,098.55	46,698.55						
Capital expenditures	-	-	-	-	-	-						
Other Assets - Software	-	-	-	-	-	351,111.11						
Other Assets - Goodwill/Intangibles	-	-	-	-	-	-						
Total cash flow from investing activities	34,717.13	41,176.13	41,176.13	44,006.93	90,098.55	397,809.66						
Cash flow from financing activities												
Proceeds (Payments) from Long-Term Notes	-	-	(11,937.38)	(12,036.86)	(12,137.17)	(12,238.31)						
Increase in Paid in Capital	-	-	-	-	-	-						
Net Proceeds from Capital Lease Obligations	-	-	-	-	-	-						
Total cash flow from financing activities	-	-	(11,937.38)	(12,036.86)	(12,137.17)	(12,238.31)						
Net Increase (Decrease) in Cash for the Period	(11,595.58)	19,044.26	(16,843.31)	(8,051.18)	19,697.92	(17,471.72)						
Cash at Beginning of Period	21,210.95	9,615.37	28,659.63	11,816.32	3,765.14	23,463.06						
Cash at End of Period	9,615.37	28,659.63	11,816.32	3,765.14	23,463.06	5,991.34						

Income Statement

2020 Actuals

	Jan-20	Feb-20	Mar-20	Apr-20	May-20	Jun-20	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Total
REVENUE													
Subscriptions	12,016	10,576	9,655	7,466	9,897	9,897	-	-	-	-	-	-	59,508
Services	-	750	-	-	300	-	-	-	-	-	-	-	1,050
Credit Card Processing	2,921	2,255	1,169	1,827	1,399	1,571	-	-	-	-	-	-	11,141
Consulting	40,686	40,686	40,686	-	-	-	-	-	-	-	-	-	122,058
Referral Income	207	234	283	-	1,109	641	-	-	-	-	-	-	2,472
Total Revenue	55,829	54,501	51,792	9,293	12,705	12,109	-	-	-	-	-	-	196,229
COST OF SERVICE													
Web Hosting Fees	1,815	1,834	1,764	1,810	1,816	1,854	-	-	-	-	-	-	10,893
Compensation	9,287	8,971	8,971	8,971	8,971	8,971	-	-	-	-	-	-	54,141
Other COS	2,047	2,047	2,047	-	-	-	-	-	-	-	-	-	6,142
Total Cost of Sale	13,149	12,853	12,782	10,781	10,787	10,825	-	-	-	-	-	-	71,176
Gross Margin	42,680	41,648	39,009	(1,488)	1,918	1,284	-	-	-	-	-	-	125,053
%	76%	76%	75%	-16%	15%	11%							64%
OPERATING EXPENSE													
Technology	10,087	9,838	9,838	9,416	6,846	6,846	-	-	-	-	-	-	52,871
Sales & Marketing	510	135	135	135	135	135	-	-	-	-	-	-	1,185
G&A	66,671	55,173	49,696	48,903	57,045	52,534	-	-	-	-	-	-	330,022
Total Operating Expense	77,268	65,146	59,669	58,454	64,026	59,516	-	-	-	-	-	-	384,078
EBITDA	(34,588)	(23,497)	(20,659)	(59,941)	(62,108)	(58,232)	-	-	-	-	-	-	(259,025)
%	-62%	-43%	-40%	-645%	-489%	-481%							-132%
OTHER EXPENSE													
Depreciation & Amortization	25,556	25,556	25,556	25,556	25,556	25,556	-	-	-	-	-	-	153,333
Interest Expense	1,250	1,250	1,250	1,151	1,050	949	-	-	-	-	-	-	6,900
Interest Income	-	-	-	-	-	-	-	-	-	-	-	-	-
Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Expense	-	-	-	-	-	-	-	-	-	-	-	-	-
NET INCOME/(LOSS)	(61,393)	(50,303)	(47,465)	(86,647)	(88,714)	(301,855)	-	-	-	-	-	-	(419,259)

Fill in this information to identify the case:Debtor name Truvi CommerceUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA
DIVISION

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 16, 2020X /s/ Karin Ballestrazze

Signature of individual signing on behalf of debtor

Karin Ballestrazze

Printed name

President

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF
CALIFORNIA, SANTA ROSA
DIVISION**

Case number (if known): _____

☐ Check if this is an

amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Fogline Vineyards 875 River Road Fremont, CA 94539						\$750.00
Greyscale Wines P.O. Box 6264 Napa, CA 94581						\$801.76
Mike Shooter 1891 Mallard Lane Petaluma, CA 94954						\$101,650.00
November 2nd Inc. dba Smart Merchants c/o Law Offices of William A. Kinsel Fourth & Battery Building 2401 Fourth Avenue, Suite 850 Seattle, WA 98121		Breach of Contract	Contingent Unliquidated Disputed			\$2,325,933.47
Rock and Clay Wines 445 Eastin Drive Sonoma, CA 95476						\$445.44
Thurston Wolfe Winery 588 Cabernet Court Prosser, WA 99350						\$4,041.76
Uphill Vineyards P.O. Box 214 Plymouth, CA 95669						\$261.29

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA
DIVISION**

Case number (if known) _____

☐ Check if this is an
amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)**1a. Real property:**Copy line 88 from *Schedule A/B*..... \$ **0.00****1b. Total personal property:**Copy line 91A from *Schedule A/B*..... \$ **117,652.10****1c. Total of all property:**Copy line 92 from *Schedule A/B*..... \$ **117,652.10****Part 2: Summary of Liabilities****2. Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **0.00****3. Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)**3a. Total claim amounts of priority unsecured claims:**Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **40,950.00****3b. Total amount of claims of nonpriority amount of unsecured claims:**Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **3,198,491.72****4. Total liabilities**

Lines 2 + 3a + 3b

\$ **3,239,441.72**

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****2. Cash on hand****\$25.00****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Wells Fargo****Checking****7207****\$6,386.41****4. Other cash equivalents (Identify all)**4.1. **Stripe Clearing****\$481.69****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$6,893.10**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

Deposit with Attorneys, In Pacta PLLC, 33530 1st Way S. Ste 102, Federal Way, WA7.1. **98003, for pending lawsuit.****\$2,042.00**

Debtor Truvi Commerce
Name

Case number (If known) _____

41. **Office equipment, including all computer equipment and communication systems equipment and software**
2 Lenova Laptops, both expensed, \$744 purchase price \$0.00 Tax records Unknown

42. **Collectibles** *Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles*

43. **Total of Part 7.** \$0.00
 Add lines 39 through 42. Copy the total to line 86.

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☒ No
☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites			
62. Licenses, franchises, and royalties			
63. Customer lists, mailing lists, or other compilations Mailing List in CRM	<u>\$0.00</u>		<u>\$0.00</u>
64. Other intangibles, or intellectual property Software contributed by a shareholder	<u>\$326,667.00</u>		<u>\$0.00</u>

65. **Goodwill**

Debtor Truvi Commerce Case number (If known) _____

Name

Goodwill \$176,667.00 \$0.0066. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$0.0067. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?)☐ No☒ Yes68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**☒ No☐ Yes69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**☒ No☐ Yes**Part 11: All other assets**70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☐ No. Go to Part 12.☒ Yes Fill in the information below.Current value of
debtor's interest71. **Notes receivable**

Description (include name of obligor)

**Commerce 7 Platform Inc.
Asset Purchase Agreement
up to \$104,000**104,000.00 - 0.00 =
Total face amount doubtful or uncollectible amount\$104,000.0072. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**74. **Causes of action against third parties (whether or not a lawsuit has been filed)**75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims****Cross Complaint in November 2nd Inc. v. Mutch, Truvi et al. Amounts to be proven at trial.**Unknown

Nature of claim

Lawsuit

Amount requested

\$0.0076. **Trusts, equitable or future interests in property**77. **Other property of any kind not already listed** Examples: Season tickets, country club membership78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$104,000.00

Debtor Truvi Commerce
Name

Case number (If known) _____

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor **Truvi Commerce**
Name

Case number (If known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$6,893.10	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$6,759.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$104,000.00	
91. Total. Add lines 80 through 90 for each column	\$117,652.10	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$117,652.10

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA
DIVISION**

Case number (if known) _____

☐ Check if this is an
amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15****Be as complete and accurate as possible.****1. Do any creditors have claims secured by debtor's property?**

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims****12/15**

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims**1. Do any creditors have priority unsecured claims?** (See 11 U.S.C. § 507).☐ No. Go to Part 2.☒ Yes. Go to line 2.**2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part.** If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

			Total claim	Priority amount
2.1	Priority creditor's name and mailing address Karin Ballestrazze 1891 Mallard Lane Petaluma, CA 94954	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$13,650.00	\$13,650.00
	Date or dates debt was incurred August 13, 2018- June 30, 2020	Basis for the claim: Unpaid Wages		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
2.2	Priority creditor's name and mailing address Sheri Hebbeln 2 Wesley Court Napa, CA 94558	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$13,650.00	\$13,650.00
	Date or dates debt was incurred August 13, 2018 - June 30, 2020	Basis for the claim: Unpaid Wages		
	Last 4 digits of account number Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor	Truvi Commerce Name	Case number (if known)
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2.3	Priority creditor's name and mailing address Stephen Mutch 178 Oak Creek Court Vacaville, CA 95687	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$13,650.00	\$13,650.00
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Date or dates debt was incurred January 1, 2019 - June 30, 2020	Basis for the claim: Unpaid Wages
---	---

Last 4 digits of account number	Is the claim subject to offset?
Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (4)	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

			Amount of claim
3.1	Nonpriority creditor's name and mailing address Fogline Vineyards 875 River Road Fremont, CA 94539 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$750.00
3.2	Nonpriority creditor's name and mailing address Greyscale Wines P.O. Box 6264 Napa, CA 94581 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$801.76
3.3	Nonpriority creditor's name and mailing address Karin Ballestrazze 1891 Mallard Lane Petaluma, CA 94954 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$26,050.00
3.4	Nonpriority creditor's name and mailing address Karin Ballestrazze 1891 Mallard Lane Petaluma, CA 94954 Date(s) debt was incurred <u>August 13, 2018- June 30, 2020</u> Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Unpaid Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$297,600.00
3.5	Nonpriority creditor's name and mailing address Mike Shooter 1891 Mallard Lane Petaluma, CA 94954 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$101,650.00

Debtor	Truvi Commerce Name	Case number (if known)
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3.6	Nonpriority creditor's name and mailing address November 2nd Inc. dba Smart Merchants c/o Law Offices of William A. Kinsel Fourth & Battery Building 2401 Fourth Avenue, Suite 850 Seattle, WA 98121 Date(s) debt was incurred <u>Complaint dated 5/11/2020</u> Last 4 digits of account number <u>8643</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Breach of Contract</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,325,933.47
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3.7	Nonpriority creditor's name and mailing address Rock and Clay Wines 445 Eastin Drive Sonoma, CA 95476 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$445.44
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3.8	Nonpriority creditor's name and mailing address Sheri Hebbeln 2 Wesley Court Napa, CA 94558 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$26,050.00
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3.9	Nonpriority creditor's name and mailing address Sheri Hebbeln 2 Wesley Court Napa, CA 94558 Date(s) debt was incurred <u>August 13, 2018- June 30, 2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Unpaid Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$293,433.00
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3.10	Nonpriority creditor's name and mailing address Stephen Mutch 178 Oak Creek Court Vacaville, CA 95687 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$750.00
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3.11	Nonpriority creditor's name and mailing address Stephen Mutch 178 Oak Creek Court Vacaville, CA 95687 Date(s) debt was incurred <u>August 13, 2018- June 30, 2020</u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Unpaid Wages</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$120,725.00
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3.12	Nonpriority creditor's name and mailing address Thurston Wolfe Winery 588 Cabernet Court Prosser, WA 99350 Date(s) debt was incurred <u> </u> Last 4 digits of account number <u> </u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u> </u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,041.76
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Debtor **Truvi Commerce**

Case number (if known) _____

Name

3.13 Nonpriority creditor's name and mailing address

**Uphill Vineyards
P.O. Box 214
Plymouth, CA 95669**

Date(s) debt was incurred _____

Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.***\$261.29**

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: _____

Is the claim subject to offset? ☒ No ☐ Yes

3.14 Nonpriority creditor's name and mailing address

**Wein Imports Limited
18 Orchard Way
New Castle, PA 16105**

Date(s) debt was incurred _____

Last 4 digits of account number _____

As of the petition filing date, the claim is: *Check all that apply.***\$0.00**

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Basis for the claim: _____

Is the claim subject to offset? ☒ No ☐ Yes**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ **40,950.00**5b. + \$ **3,198,491.72**5c. \$ **3,239,441.72**

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA
DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases****12/15****Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.****1. Does the debtor have any executory contracts or unexpired leases?**☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).*Property***2. List all contracts and unexpired leases****State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease**

2.1. State what the contract or lease is for and the nature of the debtor's interest

Asset Purchase Agreement. Possible amounts due for migration of customers.

State the term remaining

List the contract number of any government contract _____

**Commerce7 Platform Inc.
33832 South Fraser Way
Abbotsford, British Columbia V2S 2C5**

Fill in this information to identify the case:Debtor name **Truvi Commerce**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA DIVISION**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.

☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the code debtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Code debtor**Column 2: Creditor*

Name	Mailing Address	Name	Check all schedules that apply:
2.1 _____	Street _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2 _____	Street _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3 _____	Street _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4 _____	Street _____ City _____ State _____ Zip Code _____	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:Debtor name Truvi CommerceUnited States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA, SANTA ROSA
DIVISION

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy**

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**
From 1/01/2020 to **Filing Date****Sources of revenue**
Check all that apply☒ Operating a business☐ Other _____**Gross revenue**
(before deductions and exclusions)\$184,120.00**For prior year:**
From 1/01/2019 to 12/31/2019☒ Operating a business☐ Other _____\$449,273.00**For year before that:**
From 1/01/2018 to 12/31/2018☒ Operating a business☐ Other _____\$54,012.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**
(before deductions and exclusions)**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer**
Check all that apply

Debtor **Truvi Commerce**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Mike Shooter 1891 Mallard Lane Petaluma, CA 94954	05/19/20 06/02/20	\$26,374.76	<input type="checkbox"/> Secured debt <input checked="" type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ____
3.2. Vteams One Technology Drive Tolland, CT 06084	05/14/20 06/22/20	\$15,472.43	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input checked="" type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other ____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. Stephen Mutch 178 Oak Creek Court Vacaville, CA 95687 Officer	October 7, 2019	\$1,173.06	expense reimbursement
4.2. Karin Ballestrazze 1891 Mallard Lane Petaluma, CA 94954 Officer	10/07/2019 7416.66 07/20/2019 48.72	\$7,465.38	expense reimbursement
4.3. Sheri Hebbeln 2 Wesley Court Napa, CA 94558 Officer	10/07/2019	\$7,416.66	expense reimbursement

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

page 2

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Best Case Bankruptcy

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Debtor **Truvi Commerce**

Case number (if known)

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

	Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1.	November 2nd Inc. dba Smart Merchants v. Stephen Mutch, Truvi Commerce, et al. 19-2-20864-3 SEA	Civil Breach of Contract	King County Superior Court 516 3rd Avenue Seattle, WA 98104	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	<p>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.</p> <p>List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</p>		

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Provencher & Flatt LLP 823 Sonoma Avenue Santa Rosa, CA 95404	Attorney Fees	04/22/2020 \$5,335 07/08/2020 \$20,000	\$25,335.00
	Email or website address dbp@provlaw.com			
	Who made the payment, if not debtor?			

Debtor **Truvi Commerce**

Case number (if known)

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1 Commerce7 Platform Inc. 33832 South Fraser Way Abbotsford, British Columbia V2S 2C5	Migration of existing customers. Value up to \$104,000.		\$104,000.00
Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
---------	-------------------------------

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.

☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

☒ No.

☐ Yes. State the nature of the information collected and retained.

Debtor **Truvi Commerce**

Case number (if known) _____

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred? Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1. Wells Fargo 901 Main Street Napa, CA 94559	XXXX-1357	<input type="checkbox"/> Checking <input checked="" type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other___	03/10/2020	\$18.00

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Debtor **Truvi Commerce**

Case number (if known)

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN. Dates business existed
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26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☒ None

Name and address	Date of service From-To
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26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☒ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☐ None

Name and address	If any books of account and records are unavailable, explain why
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26c.1. **Sheri Hebbeln
2 Wesley Court
Napa, CA 94558**

Debtor **Truvi Commerce**

Case number (if known) _____

Name and address	If any books of account and records are unavailable, explain why
26c.2. Karin Ballestrazze 1891 Mallard Lane Petaluma, CA 94954	
26c.3. Stephen Mutch 178 Oak Creek Court Vacaville, CA 95687	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

Name and address

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Karin Ballestrazze	1891 Mallard Lane Petaluma, CA 94954	President Note holder (accrued payroll)	n/a
Sheri Hebbeln	2 Wesley Court Napa, CA 94558	CFO Officer Note holder (accrued payroll)	n/a
Stephen Mutch	178 Oak Creek Court Vacaville, CA 95687	Shareholder/former President	73.38
Ryan Grant	3544 Dover Street Napa, CA 94558	Shareholder Contributed interest in software	2.16
Marty Hinds	103 Sundance Court Napa, CA 94558	Shareholder Contributed interest in software	2.88
Mike Shooter	1891 Mallard Lane Petaluma, CA 94954	Shareholder Note holder (note dated 2/2/19)	10.79

Debtor **Truvi Commerce**

Case number (if known) _____

Name	Address	Position and nature of any interest	% of interest, if any
John Theios	2 Wesley Court Napa, CA 94558	Shareholder Contributed interest in software	10.79

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Stephen Mutch	178 Oak Creek Court Vacaville, CA 95687	President	to January 27, 2020

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

	Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1	Karin Ballestrazze 1891 Mallard Lane Petaluma, CA 94954	Gross Earnings \$18,333.34 plus benefits paid by Company \$15,230.13 less benefit deductions through payroll \$1,470.68 = \$32,092.79 net	June 1, 2019 through June 26, 2020	Salary and Benefits
	Relationship to debtor Officer			
30.2	Sheri Hebbeln 2 Wesley Court Napa, CA 94558	Gross Earnings \$22,500.01 plus benefits paid by Company \$7,814.07 less benefit deductions through payroll \$7.40 = \$30,306.68 net	June 1, 2019 through June 26, 2020	Salary and Benefits
	Relationship to debtor Officer			
30.3	Stephen Mutch 178 Oak Creek Court Vacaville, CA 95687	Gross Earnings \$44,375 plus benefits paid by Company \$19,231.64 less benefit deductions through payroll \$2,750.55 = \$60,856.09 net	June 1, 2019 through June 26, 2020	Salary and Benefits
	Relationship to debtor Shareholder, former Officer			

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

Debtor Truvi Commerce

Case number (if known) _____

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 16, 2020

/s/ Karin Ballestrazze

Signature of individual signing on behalf of the debtor

Karin Ballestrazze

Printed name

Position or relationship to debtor President

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes

United States Bankruptcy Court
Northern District of California, Santa Rosa Division

In re Truvi Commerce

Debtor(s)

Case No.
Chapter11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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-NONE-

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date July 16, 2020Signature /s/ Karin Ballestrazze
Karin Ballestrazze

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
 18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Northern District of California, Santa Rosa Division

In re **Truvi Commerce**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Truvi Commerce** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

■ None [*Check if applicable*]

July 16, 2020

Date

/s/ Douglas B. Provencher**Douglas B. Provencher 77823**Signature of Attorney or Litigant
Counsel for **Truvi Commerce****Provencher & Flatt LLP**

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